

RECORDATION NO. 19622-6 FILED

OCT 7 '02 11:12 AM

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SURFACE TRANSPORTATION BOARD

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October 3, 2002

VIA FEDERAL EXPRESS

Surface Transportation Board
1925 K Street, NW
Washington, D.C. 20423-0001
Attn: Ms. Barbara Sadler



Re: Filing of Memorandum of Railroad Equipment Lease between
Allfirst Bank and Consolidated Rail Corporation

Dear Ms. Sadler:

Enclosed for recordation as a secondary document to the Memorandum of Railroad Equipment Lease, dated September 29, 1995, bearing Surface Transportation Board Recordation No. 19622, relating to fifty-six (56) GP38-2 locomotives, pursuant to the provisions of 49 U.S.C. Section 11301(a) are (3) three original Release of Memorandum of Railroad Equipment Lease between Allfirst Bank and Consolidated Rail Corporation, as defined in the Board's Rules for the Recordation of Documents for filing.

The names and addresses of the parties to the enclosed document are:

Lessor: Allfirst Bank
25 South Charles Street
Baltimore, Maryland 21202

Lender: Consolidated Rail Corporation
2001 Market Street
P.O. Box 41416
Philadelphia, PA 19101-1416

A description of the railroad equipment covered by the enclosed documents is:

Fifty-six (56) GP38-2 locomotives bearing car marks and numbers as listed on Schedule I attached to said Release of Memorandum of Railroad Equipment Lease.

Surface Transportation Board
May 15, 2002
Page 2

MILES & STOCKBRIDGE P.C.

A short summary of the document to appear in the index follows:

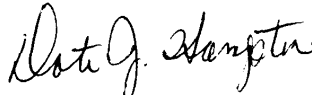
Release of Memorandum of Railroad Equipment Lease between Allfirst Bank, as Lessor and Consolidated Rail Corporation, as Lessee covering fifty-six (56) GP38-2 locomotives bearing car marks and numbers as listed on Schedule I, bearing car marks and numbers as listed on the attached Schedule to said Release of Memorandum of Railroad Equipment.

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board to cover the required recordation fee.

Please kindly return stamped copies of the enclosed document to the undersigned at the above-listed address.

Also, please call (410) 385-3423 to confirm your receipt of the enclosed items.

Very truly yours,

A handwritten signature in black ink, appearing to read "Doti J. Hampton". The signature is fluid and cursive, with the first name "Doti" being particularly prominent.

Doti J. Hampton
Legal Assistant

Enclosures

OCT 7 '02 11:12 AM

SURFACE TRANSPORTATION BOARD

RELEASE OF MEMORANDUM OF RAILROAD EQUIPMENT LEASE

THIS RELEASE OF MEMORANDUM OF RAILROAD EQUIPMENT LEASE (this "Release") is given as of this 30th day of September, 2002, by ALLFIRST BANK, formerly known as The First National Bank of Maryland, a Maryland state-chartered banking corporation (the "Lessor") and CONSOLIDATED RAIL CORPORATION, a Pennsylvania corporation (the "Lessee"), witnesseth:

WHEREAS, the Lessor and the Lessee entered into that certain Memorandum of Railroad Equipment Lease dated as of September 29, 1995 (the "Memorandum") bearing Surface Transportation Board Recordation No. 19622, relating to fifty-six (56) GP38-2 locomotives more specifically described on Schedule 1 attached hereto (the "Equipment").

WHEREAS, the Lessor and the Lessee desire to release the lien against the Equipment created by or arising out of the Memorandum.

NOW, THEREFORE, in consideration of the premises contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto submit the following:

1. The Lessor and Lessee release the lien against the Equipment created by or arising out of the Memorandum.
2. This Release shall be recorded with the Surface Transportation Board so as to record the release of the lien against the Equipment constituted by the Memorandum.

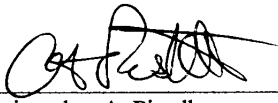
[SIGNATURES APPEAR ON THE FOLLOWING PAGE]

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Release to be duly executed under seal as of the date first above written.

WITNESS:

ALLFIRST BANK

Bmaha Keel .

By:  (SEAL)
Christopher A. Pistell
Vice President

CONSOLIDATED RAIL CORPORATION

By: _____ (SEAL)
Name: _____
Title: _____

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Release to be duly executed under seal as of the date first above written.

WITNESS:

ALLFIRST BANK

By: _____ (SEAL)
Christopher A. Pistell
Vice President

CONSOLIDATED RAIL CORPORATION

Joseph W. Rogers

By: Joseph W. Rogers (SEAL)
Name: JOSEPH W. ROGERS
Title: VICE PRESIDENT FINANCE

STATE OF Maryland, CITY OF Baltimore, TO WIT:

On this ____ day of September, 2002 before me personally appeared Christopher A. Pistell, to me personally known, who being by me duly sworn, says that he is the Vice President of ALLFIRST BANK, that said instrument was signed on behalf of said corporation, by authority of its Board of Directors, and that he acknowledged that the execution of the foregoing instruments was the free act and deed of said corporation.

IN WITNESS WHEREOF I have set my hand and seal.



Notary Public

(SEAL)

Roger Weaver, Notary Public
State of Maryland
My Commission Expires
Commission expires Jan. 1, 2003

STATE OF _____, CITY/COUNTY OF _____, TO WIT:

On this ____ day of September, 2002, before me personally appeared _____, to me personally known, who being by me duly sworn, says that he is the _____ of CONSOLIDATED RAIL CORPORATION, a Pennsylvania corporation, that seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, by authority of its Board of Directors, and that he acknowledged that the execution of the foregoing instruments was the free act and deed of said corporation.

IN WITNESS WHEREOF I have set my hand and seal.

Notary Public

(SEAL)

My Commission Expires:

STATE OF Maryland, CITY OF Baltimore, TO WIT:

On this ____ day of September, 2002 before me personally appeared Christopher A. Pistell, to me personally known, who being by me duly sworn, says that he is the Vice President of ALLFIRST BANK, that said instrument was signed on behalf of said corporation, by authority of its Board of Directors, and that he acknowledged that the execution of the foregoing instruments was the free act and deed of said corporation.

IN WITNESS WHEREOF I have set my hand and seal.

Notary Public

(SEAL)

My Commission Expires:

STATE OF Pennsylvania, CITY/COUNTY OF Philadelphia, TO WIT:

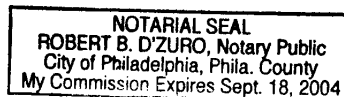
On this 27th day of September, 2002, before me personally appeared Joseph Rogers, to me personally known, who being by me duly sworn, says that he is the V-P Finance of CONSOLIDATED RAIL CORPORATION, a Pennsylvania corporation, that seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, by authority of its Board of Directors, and that he acknowledged that the execution of the foregoing instruments was the free act and deed of said corporation.

IN WITNESS WHEREOF I have set my hand and seal.

Robert B. D'Zurro
Notary Public

(SEAL)

My Commission Expires:



SCHEDULE 1

DESCRIPTION OF EQUIPMENT

- Schedule I: Twenty-four (24) GP38-2 locomotives bearing marks and numbers CSXT 2791 through CSXT 2814, inclusive.
- Schedule II: Thirty-two (32) GP38-2 locomotives bearing marks and numbers PRR 5362 through PRR 5393, inclusive.